

**THE MISSISSIPPI BAR  
YOUNG LAWYERS DIVISION  
BYLWAS**

*As amended July 31, 2017*

\*Proposed changes in Red

**ARTICLE 1 – NAME AND PURPOSE**

**Section 1-1. Name**

The name of this association shall be the Young Lawyers Division (the “Division”) of The Mississippi Bar. It is part of The Mississippi Bar.

**Section 1-2. Purpose**

The purpose of the Division shall be to assist The Mississippi Bar to improve the administration of justice and the competence of its members; to instill in the public a respect for the system of justice and the rule of law; to promote service to the public by members of the Bar; to apply the knowledge and experience of the legal profession to the promotion of public good; to serve the members of the Bar in a way which serves the public good; and to uphold the honor, dignity and integrity of the legal profession.

**ARTICLE 2 – MEMBERSHIP**

**Section 2-1. Eligibility**

Subject to the provisions of Article 2-2, all members of The Mississippi Bar in good standing shall be members of the Division.

**Section 2-2. Termination of Membership**

Membership in the Division shall terminate on the earlier of (1) a member’s ceasing to be a member of The Mississippi Bar or (2) the conclusion of the fiscal year during which a member reaches their thirty-seventh birthday or three years after their admission to practice law, whichever shall last occur.

**Section 2-3. Associate Membership**

The Board of Directors, in its discretion, may create a class of Associate Members in the Division for lawyers who are not members of The Mississippi Bar, but who are (1) temporarily residing in Mississippi and (2) licensed to practice law and in good standing with the Bar of another state, territory or country. Any Associate Members shall have such rights and privileges as may be accorded to them by resolution of the Board of Directors, provided however, no Associate Members shall have the right to vote in any of the affairs of the Division nor shall they have the right to serve as an officer or director of the Division.

**Section 2-4. Student Membership**

Students at the University of Mississippi School of Law and Mississippi College School of Law are entitled to be members and are entitled to create a law student chapter at the respective law schools. The Board of Directors of the Division shall set policy and guidelines respecting student

membership, provided however, no student member shall have the right to vote in any of the affairs of the Division nor shall ~~they~~ have the right to serve as an officer or director of the Division except as provided in Section 3-1 (c).

### **Section 2-5. Honorary Membership**

Distinguished lawyers and judges of any state or country may be elected honorary members of the Division by a majority vote of the Board of Directors.

## **ARTICLE 3 – BOARD OF DIRECTORS**

### **Section 3-1. Composition**

The Board of Directors shall be composed of two classes of members: Elected Members and such other ex Officio Members as provided herein.

- a. Elected Members. ~~Sixteen~~ Seventeen (17) members of the Board of Directors shall be elected in accordance with Section 3-3.
- b. Ex Officio Members. The President, the ~~Vice-President~~ President-Elect, the Secretary, the Immediate Past President of the Division, one representative of each local Young Lawyers Division which is affiliated with the Young Lawyers Division of the American Bar Association and one representative, eligible for membership in the Division, of the faculty of any American Bar Association accredited School of Law in the State of Mississippi shall be the Ex Officio members of the Board.
- c. Student Representative. Each law student chapter established pursuant to Section 2-4 shall designate one member to be a non-voting member on the Board.

A majority of the President, the ~~Vice-President~~ President-Elect, the Secretary, the Immediate Past President and the elected members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors, and all questions shall be determined by a majority vote of all directors present and voting, unless otherwise provided in these Bylaws.

### **Section 3-2. Duties**

The Board of Directors shall have general supervision and control of the affairs of the Division, subject to the provisions of the Constitution and Bylaws of The Mississippi Bar.

### **Section 3-3. Districts**

The Division shall be divided into districts from which the directors shall be elected as follows:

- a. The Delta District shall consist of Tunica, Coahoma, Quitman, Bolivar, Sunflower, Leflore, Washington, Humphreys, Issaquena, Sharkey, Warren, and Yazoo Counties.
- b. The North West District shall consist of DeSoto, Marshall, Tate, Panola, Lafayette, Tallahatchie, Yalobusha, Benton, Tippah, Union, Calhoun, and Chickasaw Counties.

- c. The North East District shall consist of Pontotoc, Alcorn, Tishomingo, Prentiss, Lee, Itawamba, and Monroe Counties.
- d. The East Central District shall consist of Grenada, Carroll, Montgomery, Webster, Clay, Choctaw, Oktibbeha, Lowndes, Attala, Winston, Noxubee, Neshoba, Kemper, Newton, Lauderdale, Clarke, Wayne, Leake, and Scott Counties.
- e. The Central District shall consist of Madison and Rankin Counties. (2 posts)
- f. Hinds County shall be subdivided into six posts, being Post I, Post II, Post III, Post IV, Post V, and Post VI.
- g. The South West District shall consist of Claiborne, Copiah, Jefferson, Adams, Franklin, Lincoln, Lawrence, Jefferson Davis, Wilkinson, Amite, Pike, Walthall, Marion, Lamar, and Pearl River Counties.
- h. The South East District shall consist of Forrest, Perry, Simpson, Smith, Covington, Jones, and Jasper Counties.
- i. The Coastal District shall consist of Hancock, Harrison, Jackson, Greene, George, and Stone Counties. (2 posts)
- j. The State at Large.

Each of the above districts, except for Hinds, Central, Coastal Districts, shall elect one (1) member to the Board of Directors every other year to serve for a two-year term. To be eligible for election from a district, the member shall either reside in or have his principal place of business in that district. During odd numbered years, the North East District, Coastal District II, South West District, Hinds IV, Hinds V, Hinds VI, Central District I, and Director-At-Large will elect a Director. In even numbered years, the North West District, the East Central District, the South East District, the Coastal District I, the Delta District, Hinds I, Hinds II and Hinds III, and Central District II shall elect a member to the Board of Directors. The Bylaws calls for a representation of one (1) Director per one hundred (100) Young Lawyers. It divides the state into nine (9) districts with ~~sixteen~~ seventeen (17) Directors to be elected from posts within the nine (9) districts and one (1) Director to be elected from the state-at-large.

The above-described districts are generally determined on the basis of Young Lawyer population in each district, and it shall be the duty of the Board of Directors to review population distribution of Young Lawyers throughout the State of Mississippi from time to time with respect to a possible reapportionment of Board of Director representation.

#### **Section 3-4. Nominating Committee**

The President shall appoint a District Nominating Committee in each district in which a director is to be elected in the next regular election. Each District Nominating Committee shall nominate ~~two~~ three (3) members of the Division from that District for the office of Director for the term beginning at the adjournment of the next Annual Meeting of the Bar. The District Nominating

Committee shall submit its nominations to the Division Nominating Committee by July 31 each year. The Division Nominating Committee shall select two (2) members of the Division from the nominations put forth by the District Nominating Committee and certify such nominations to the Board at the first Board of Directors meeting each Bar year. If the District Nominating Committee for any District fails to submit ~~certify~~ such nominations as above provided for, the Board shall nominate two (2) members of the Bar from that District, and such nominees shall then be the nominees from that District.

### **Section 3-5. Nominations by Petition**

Any member of the Division not nominated by the Nominating Committee for the District in which such member lives, may be nominated by petition filed with the Secretary of the Division signed by not less than ten (10) members of the Division in good standing who are residents of that District. Such petition shall be filed on or before ~~November 15~~ October 1 next following the date provided for making nominations by the Nominating Committee, and such petition shall be certified to the Board by the Secretary.

### **Section 3-6. Nominations Published**

The names of all persons so nominated shall be published in an official publication of the Bar or mailed or communicated via electronic means to all members of the Division in the respective Districts.

### **Section 3-7. Election Procedure**

The Election of Directors shall be conducted substantially in the same manner and at the same time as prescribed for the election of the ~~Vice-President~~ President-Elect, Secretary, and At-large Director. Only residents of the specific districts may vote for directors from that district.

### **Section 3-8. Eligibility**

To be eligible for election as an Elected Member of the Board of Directors, a person must be a member of the Division in good standing and. Must be eligible for membership in the Division for the full term for which they are elected.

### **Section 3-9. Meetings**

The Board of Directors shall hold at least three meetings each year, at the call of the President. Reasonable notice of the time and place of the meetings shall be given by the Secretary to the members of the Board. In addition, upon written consent of a majority of the members of the Board, the Board may officially act without holding a formal meeting of its members.

### **Section 3-10. Absence from Meetings**

Any Elected Member who is absent from two meetings, for which there had been at least ten days prior written notice, of the Board of Directors, without ~~previously~~ having been excused by the President, ~~in writing~~, for good cause shown, shall automatically forfeit their membership from the Board of Directors at the conclusion of the second meeting from which they are absent. At each meeting of the Board of Directors, the President shall announce the name of each Elected Member of the Board of Directors who had been excused by ~~him~~ the President from attending that meeting, and those names shall be incorporated in the minutes of the meeting. Promptly after the conclusion of the meeting, the Secretary shall advise, in writing, any Elected

Member of the Board of Directors who was not excused from attendance at that meeting of the provisions of this Section 3-10 of the Bylaws of the Division. Immediately prior to the adjournment of the second meeting from which an Elected Member of the Board of Directors is absent without having been excused as required in this Section 3-10, the other members of the Board of Directors shall elect a replacement for them who shall serve as a member of the Board of Directors until the next Annual Meeting of the Division.

### **Section 3-11. Filling Vacancies**

Except as provided in Section 3-10 above, any vacancy among the Elected Members of the Board of Directors shall be filled by a majority vote of the Board of Directors, and any person elected to fill a vacancy to serve the balance of the unexpired term. Any vacancy in the Board of Directors among the Ex Officio Members of the Board of Directors shall be filled by the successor, if any, to the office which entitled the previous director to membership on the Board of Directors.

### **Section 3-12. Powers and Duties**

The Directors shall be the executive agency of the Young Lawyers Division. Directors (a) shall take such action not inconsistent with law and the Bylaws of The Mississippi Bar as shall be necessary for the preservation of good order and the conduct of its affairs; (b) shall be direct the manner and the purposes for which all funds of the Division shall be disbursed; (c) may adopt resolutions and take other actions which reflect statements of policy on behalf of the Division; and (d) take such other actions necessary and proper for the effective governance of the Division and for effectuation of the purposes of the Division. In all its actions, the Directors shall not state or imply, without specific authority therefore, that it speaks for The Mississippi Bar. The Board shall keep a record of its proceedings.

### **Section 3-13. Resolutions Disapproving Policy Statements**

Resolutions disapproving policy statements of the Division previously adopted by the Board of Directors may be presented to the membership for approval at the annual meeting of the Bar or at any special meeting of the Bar called specifically for that purpose. Any such resolution shall require the vote of a majority of those members present and voting for passage.

### **Section 3-14. Action by Directors Without Meeting**

The Board of Directors may transact business by correspondence without the necessity of an actual meeting provided that a majority of the Directors approve such action in writing.

### **Section 3-15. Executive Committee**

The Board of Directors may in its discretion elect an Executive Committee. ~~The Executive Committee shall be composed on the President, President-Elect, Immediate Past President and Secretary of the Division, as well as one at large member appointed by the President and approved by the Board. The Executive Committee shall have the power to act for the Board between meetings of the Board, but shall take no action that would be in conflict with previous policy of the Board or that would effectively change or alter a previous position or policy of the Board. and said Board shall determine the composition of such Executive Committee, if any, and may delegate to such Executive Committee such powers as it shall deem proper and expedient.~~

## ARTICLE 4 – OFFICERS

### Section 4-1. Officers

The officers of the Division shall be a President, a President-Elect, a Secretary and a Treasurer.

### Section 4-2. Duties of Officers

#### 1. President

The President shall preside at all meetings of the Division and of the Board of Directors and shall perform such other duties and acts usually pertaining to the office. He or She shall appoint all committees and advise the Secretary of The Mississippi Bar of the membership of each committee. He or She shall prepare a report of the activities of the Division for the past year for presentation at the Annual Meeting of the Division and for submission to the Commissioners of The Mississippi Bar. He or She shall nominate the immediate Past President for the office of Second Vice President of The Mississippi Bar.

#### 2. President-Elect

The President-Elect is also the Vice President of the Division. The President-Elect shall perform the duties of the President any time the President is unable to perform those duties. He or She shall supervise the arrangements for all meetings of the Division and the Board of Directors and shall perform such other duties as may be assigned to him by the President. He or She shall also succeed to the office of President at the conclusion of the Annual Meeting of the Division next following his or her election to the office of President-Elect.

#### 3. Secretary

The Secretary shall keep a record of the proceedings of all meetings of the Division and the Board of Directors. He or She shall be the Custodian of the minutes, books and other property of the Division to The Mississippi Bar offices which shall be the official repository of the records of the Division; and shall give all proper notices as required by the Bylaws. In performing these activities, he or she shall work with and assist the Secretary of The Mississippi Bar. He or She shall also perform such other duties as may be assigned to him or her by the President or Board of Directors of the Division. The Secretary may in his or her discretion call upon The Mississippi Bar office to perform any ministerial duties including sending various notices required by these bylaws.

#### 4. Treasurer

The Treasurer of The Mississippi Bar shall be the Treasurer for the Division.

### Section 4-3. Election and Term of Office

Any Elected Officer shall serve until the conclusion of the Annual Meeting next following their election, or until their successor is elected and installed.

### Section 4-4. Election of President

The President-Elect of the Division shall become President next following their election as President-Elect.

#### **Section 4-5. Officer Qualifications**

- a) The Division Nominating Committee is solely to consider the qualifications of officers of the Young Lawyers Division. The Division Nominating Committee presents the slate of nominees for each officer position to the Board to approve. The Board of Directors shall have ultimate authority to select nominees.
- b) ~~Announcement for President-Elect Designee and Secretary shall be made in an a spring issue of *The Mississippi Lawyer* magazine for nominees to be elected for the following January. The announcement in *The Mississippi Lawyer* will set forth a June 10 deadline for submission of nominations to the Nominating Committee and the minimum qualifications of the officers.~~ Nominations shall be submitted to the Nominating Committee from any source no later than June 10 July 31 in a given year.
- c) The President-Elect nominees shall have demonstrated commitment to the programs of the Young Lawyers Division through service to the public and the profession. Each nominee shall have demonstrated the highest standards of the profession in personal integrity and a willingness to commit the necessary time to further the activities of the Division and participate in the Senior Bar activities. The minimum qualifications for nominations to the office of the President-Elect Designee shall be service for no less than two (2) years in the following capacities:
  - 1. As a Committee Chair of a Statewide Committee of the Division, or;
  - 2. Combined service of two (2) years, one (1) year at least in two (2) of the following positions: As a Local Affiliate President, Committee Chair of a Statewide Committee, Director of The Mississippi Bar Young Lawyers Division, or Secretary of The Mississippi Bar Young Lawyers Division, or;
  - 3. Service on The Mississippi Bar Young Lawyers Division Board of Directors for two (2) years.
- d) The minimum qualifications for nominations to the office of Secretary of The Mississippi Bar Young Lawyers Division shall be service for no less than one (1) year of the following offices: Local Affiliate President, Committee Chair of a Statewide Committee, or Director of The Mississippi Bar Young Lawyers Division; or service for no less than two (2) years as a member of any Statewide Committee.
- e) All nominees considered by the Committee shall be apprised of the time and financial requirements for the office.
- f) The Division Nominating Committee shall submit no less than two (2) nominees for each position for the consideration of the Young Lawyers Board of Directors during its fall quarterly meeting.



#### **Section 4-6. Tie Votes**

In the event of a tie vote for the office of President-Elect, Secretary, Director or Director At-Large, the election shall be decided by a coin toss the day following the certification of election results. The coin toss shall be conducted by the Executive Director of The Mississippi Bar, or in his or her absence, a member of the Young Lawyers Division Board of Directors designated by the President. The results of the coin toss shall be documented in writing and attested by two witnesses.

#### **Section 4-7. Nominee Contesting Election**

Any nominee desiring to contest an election shall have the opportunity to be heard at a special meeting of the Board held for the purpose of hearing evidence in support of the complaint. Any nominee desiring to contest an election shall file with the President a written petition addressed to the Board stating the basis of the complaint within five days after the announcement of the election results.

#### **Section 4-8. Election by District**

All nominees for the office of ~~Vice~~ President-Elect nominated in the year 1990 shall either reside in or have his principal place of business in the Southern District of the State of Mississippi; all nominees in the year 1991 shall reside in or have his principal place of business in the Central District; all nominees in the year 1992 shall reside in or have his principal place of business in the Northern District; and thereafter the office of ~~Vice~~ President-Elect shall be rotated among the Districts. The office of Secretary shall not necessarily rotate among the Districts. The Districts are defined as:

1. The Northern District shall consist of those counties lying north of the line of the following counties: Warren, Hinds, Madison, Scott, Newton, and Lauderdale.
2. The Central District shall consist of Hinds, Madison and Rankin Counties.
3. The Southern District shall consist of those counties lying south of the line described in subparagraph (a) hereof, with the exception of Hinds, Madison and Rankin Counties being deleted there from.

#### **Section 4-9. Eligibility**

To be eligible for election to any office in the Division, a person must be a member of the Division in good standing at the time they are nominated.

#### **Section 4-10. Death, Withdrawal, etc. of Nominee.**

In the event that a nominee dies, withdraws or becomes unable to serve as President-Elect or Secretary prior to the certification of final election and there be only one remaining nominee, such nominee shall be declared elected. If all nominees die, withdraw or become unable to serve as First Vice-President/President-Elect prior to the certification of final election, the Nominating Committee shall immediately nominate at least one additional candidate and the election shall proceed as provided in these Bylaws.



In the event that a nominee dies, withdraws or becomes unable to serve as a Director prior to the certification of final election and there is a remaining nominee, the remaining nominee shall be declared elected. If there is no remaining nominee, the Nominating Committee (or upon default the Board) shall immediately nominate two new candidates from that District and the election shall proceed as provided in these Bylaws.

## **ARTICLE 5 – COMMITTEES**

### **Section 5-1. Committees**

Either the President or the Board of Directors may create, and the President shall appoint such special committees, with such duties and responsibilities, as either may deem appropriate.

### **Section 5-2. Duties**

Each committee shall have a Chairman and shall keep minutes of its proceedings and meetings. All committees shall render a written report to the membership at the Annual Meeting of the Division. The President or the Board of Directors may also require an oral or written report to be presented at any meeting of the Board of Directors.

### **Section 5-3. Term of Committees**

The Chairmen and members of all committees shall continue in office until the conclusion of the Annual Meeting of the Division following the appointment of the Chairman of the committee.

## **ARTICLE 6 – REMOVAL OF OFFICERS AND FILLING OF VACANCIES**

### **Section 6-1. Removal of Officers**

The Board of Directors shall have the power to remove any officer of the Division or Elected Member of the Board of Directors for good cause shown. Notice of the pendency of the removal proceeding, the grounds therefore and the time that the proceeding will be taken up by the Board of Directors shall be given to the party involved. A vote of three-fourths of the membership of the Board of Directors present and voting shall be necessary to remove an officer of the Division or a member of the Board of Directors. The Board of Directors or President of the Division may remove any committee chairman or committee member without notice.

### **Section 6-2. Vacancies in Office**

Upon the office of President becoming vacant, the President-Elect shall become President and shall serve as President until the conclusion of the second Annual Meeting of the Division following his becoming President. Any other vacancy in office shall be filled by the Board of Directors, by a majority vote. Except as above stated, any person elected to fill a vacancy in an office shall serve until the conclusion of the Annual Meeting of the Division following his election to fill such vacancy.

## **ARTICLE 7 – MEETINGS**

### **Section 7-1. Annual Meeting**

The Annual Meeting of the Division shall be held in conjunction with the Annual Meeting of The Mississippi Bar.

### **Section 7-2. Special Meetings**

Special meetings of the Division may be called by the President or by a majority of the Board of Directors. Notice of the time and place of a special meeting shall be sent to each member at least ten days in advance of the meeting.

### **Section 7-3. Quorum**

Twenty-five members in good standing shall constitute a quorum for the transaction of business at any meeting of the Division.

### **Section 7-4. Procedure**

All meetings of the Division shall be conducted according to the latest edition of Robert's Rules of Order. All questions coming before a meeting of the Division shall be determined by a majority vote of those members present and voting. No member shall be entitled to vote or enjoy any other privilege or benefit of the Division unless he has paid all dues required or assessed by The Mississippi Bar.

## **ARTICLE 8 – AMENDMENTS**

These Bylaws may be amended at a meeting of the Division by two-thirds vote of the members of the Division present and voting, provided, that notice of the substance of the proposed amendments shall have been ~~mailed~~ e-mailed to all members of the Division at least two weeks before the meeting. Any notice requirement of this section may be satisfied by inclusion in any issue of The Mississippi Lawyer provided that such has been mailed at least two weeks prior to the meeting at which a vote will be taken.